

# **MOVING International Road Safety Association e. V.**

## **§ 1 Name and registered office**

- (1) The association bears the name "MOVING International Road Safety Association e. V."
- (2) The association is entered in the register of associations at the Charlottenburg District Court, Berlin (Germany) under VR 31089. The registered office of the association is Berlin.

## **§ 2 Purpose**

- (1) The purpose of the association is to promote education and training as well as accident prevention in the areas of road safety, traffic training and road safety education together with the associated training and examination system in Europe and worldwide.
- (2) The purpose of the statutes is realised in particular by disseminating specialist knowledge from science and research with the aim of further professionalising road safety education and training, by initiating exchanges between organisations, companies, associations, politics and administration, e.g. by holding topic-related congresses and by supporting measures in the areas of road safety, traffic training and road safety education, for example by awarding prizes for projects.

## **§ 3 Financial year**

The association's financial year is the calendar year. The first short financial year ends on 31 December 2011.

## **§ 4 Membership**

- (1) Organisations, companies, authorities and individuals who identify with the purpose of the association and are active in its field can become members of the association.
- (2) Members of the association are full members, associate members and honorary members:
  - a) Full members are generally specialised publishers according to § 2 (see above) or companies that are active in the field of driving licence training, such as driving schools or driving school companies.

- b) Associate members are generally institutions active in the field of road safety (public, private, PPPs) that support the objectives of the association.
  - c) Honorary members are natural persons whose prestige and work have contributed to the development and promotion of the association and who therefore deserve this special distinction. Honorary members cannot also be full or associate members at the same time. The appointment of a full member as an honorary member does not affect their voting rights.
- (3) The application for membership must be made in writing. The Executive Committee decides on the application at its own discretion. Membership commences upon acceptance of the application. There is no entitlement to membership. The rejection of an application for membership does not require justification. Honorary members are appointed by the General Assembly at the proposal of the Executive Committee. Honorary membership commences upon acceptance by the honorary member.
- (4) Membership ends:
- a) with the end of the member's business or administrative operations, in particular in the context of a business closure, liquidation or insolvency or with the death of an individual member;
  - b) by written notice of resignation addressed to the Executive Committee; this is only permissible at the end of a calendar year, subject to a notice period of 3 months;
  - c) by exclusion from the association in accordance with § 4 Para. (5).
- (5) A member who has significantly damaged the reputation or interests of the association or has repeatedly caused discord within the association, or who has any other important reason for expulsion, may be expelled from the association by resolution of the Executive Committee. The member concerned must be heard in person or in writing before expulsion. Any membership rights shall be suspended during the expulsion proceedings. The decision on expulsion must be justified in writing and sent to the member by registered letter with acknowledgement of receipt. The member may lodge a written appeal with the Executive Committee within one month of receipt. The next ordinary general meeting shall make the final decision on the appeal. If the member does not make use of the right of appeal within the deadline, he or she submits to the exclusion decision.

## **§ 5 Rights and obligations of the membership**

- (1) Full members

- a) have the following rights:
- to participate in the General Meeting, take the floor and exercise their voting rights;
  - take part in meetings, conferences and all other open and closed events organised by the association;
  - to always be informed about the current overall financial situation of the association in a specific breakdown (expenses for rent, business trips, catering, etc.): Annual overview, annual accounts.
- b) have the following duties:
- to pay their membership fee, which is determined by the General Meeting;
  - not to harm the dignity of the association;
  - comply with the Articles of Association, the Rules of Procedure and the resolutions of the General Meeting;
  - to provide current relevant administrative policy information on road traffic education and the organisation of driving licence training and driving licence examinations. If two or more full members come from one and the same country, they themselves determine who is responsible for communicating such information to the Presidium and the full membership.

(2) Associate members

- a) have the following rights:
- to participate in the General Meeting and, if necessary, to speak there without having the right to vote;
  - take part in meetings, conferences and all other open events organised by the association;
  - to receive a copy of all studies carried out by the Association upon request - unless the Executive Committee decides and decides on a case-by-case basis that such studies are subject to confidentiality and may only be made available to full members.
- b) have the following duties:
- not to harm the dignity of the association;

- to comply with the articles of association, the rules of procedure and the resolutions of the general meeting; to provide information relevant to the objectives and activities of MOVING.
- (3) Honorary members
- a) have the following rights:
    - to participate in the General Meeting and, if necessary, to speak there without having the right to vote;
    - take part in meetings, conferences and all other open events organised by the association;
    - to receive a copy of all studies carried out by the Association upon request - unless the Executive Committee decides and decides on a case-by-case basis that such studies are subject to confidentiality and may only be made available to full members,
  - b) have the following duties:
    - not to harm the dignity of the association;
    - comply with the Articles of Association, the Rules of Procedure and the resolutions of the General Meeting;
    - to provide information that is relevant to the objectives and activities of MOVING.
- (4) Every member is obliged to provide the Executive Committee with a summonable postal address and an e-mail address and to inform the Executive Committee immediately of any changes to their name and/or address details.
- (5) In the year of joining, active and passive membership rights can only be exercised after initial payment of the membership fee (§ 10) can be exercised.

## **§ 6 Organs; Languages**

- (1) The organs of the association are
- a) the Executive Committee (§ 26 BGB),
  - b) the management (§ 30 BGB),
  - c) the general meeting.
- (2) As a rule, the association communicates in English or German. Meetings of members and the association's general meeting must be held in German,

unless the Executive Committee and the general meeting unanimously agree on another language.

## **§ 7 Presidium**

- (1) The executive committee is the association's executive board within the meaning of the German Civil Code (BGB).
- (2) The Executive Committee of the Association consists of a President. In addition, up to three Vice Presidents may be elected as further members of the Executive Committee. Reappointment is permitted. The President may represent the Association alone in and out of court, regardless of the size of the Executive Committee. Vice Presidents may only represent the Association in and out of court together with another member of the Executive Committee.
- (3) The Executive Committee is elected by the General Assembly for a period of 2 years. It remains in office until a new election is held. If a member of the Executive Committee resigns during the term of office, the Executive Committee may elect a replacement member for the remainder of the term of office of the resigning member of the Executive Committee.

## **§ 8 Management**

- (1) The Executive Committee may appoint one or more managing directors.
- (2) The managing director is a special representative within the meaning of § 30 BGB.
- (3) The managing director's power of representation is limited to the day-to-day business of the association. When appointing the managing director, the sphere of activity must be specifically defined, as must the power of representation for the association in this sphere of activity. His power of representation does not include
  - a) the sale of all or a substantial part of the Association's assets;
  - b) the establishment or closure of locations;
  - c) the acquisition, sale or encumbrance of real estate or rights equivalent to real estate as well as the construction or significant alteration of buildings;
  - d) Conclusion or amendment of rental, tenancy, leasing and similar contracts for continuing obligations, insofar as these exceed a term of 12 months or a total value of € 5,000;
  - e) fundamental changes to the organisational structure of the association;

- f) determining the political positions of the organisation;
  - g) the hiring or dismissal of employees and the conclusion or cancellation of employment contracts with managers;
  - h) Granting or withdrawing procurations or other special authorisations;
  - i) the initiation of proceedings before state courts or arbitration tribunals and the conclusion of settlements if the value in dispute exceeds € 5,000;
  - j) the taking out and granting of loans, unless these are customary in banking or exceed a sum of € 10,000 per financial year;
  - k) the provision of collateral outside the ordinary course of business of the company.
- (4) The Executive Committee is obliged to register the special representatives and their authorisation to represent the association in the register of associations.

## **§ 9 General Meeting**

- (1) The General Meeting shall be convened annually by the President with a notice period of 4 weeks - starting on the day the invitation is sent - by personal written invitation to the last known address of the Association members or to an e-mail address provided by the member. The place, date and form of the General Meeting shall be determined by the Executive Committee. Furthermore, the Executive Committee must communicate the agenda. Motions for the agenda must be received by the Executive Committee in writing no later than 14 days before the date of the meeting.
- (2) The General Meeting can also be held virtually as a video or telephone conference or as a hybrid event. All or individual rights can then be exercised in whole or in part by means of electronic communication.
- (3) The General Meeting has the following tasks in particular:
- a) Approval of the budget for the coming financial year;
  - b) Acceptance of the report of the Executive Committee and its discharge;
  - c) Election of the Presidium;
  - d) Determination of a membership fee and its amount;
  - e) Resolutions on amendments to the Articles of Association and the dissolution or merger of the Association;

- f) Decisions on the appeal of a member against his/her expulsion by the Executive Committee.
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- (4) The Executive Committee must convene an Extraordinary General Meeting without delay if the interests of the Association so require or if at least 10% of the members request such a meeting in writing, stating the purpose and reasons. The Extraordinary General Meeting must be convened by the Executive Committee in writing, giving 2 weeks' notice and stating the agenda. Motions for the agenda must be submitted to the Executive Committee in writing at least one week before the meeting.
  - (5) The General Meeting is chaired by the President (chairman of the meeting); if he is unable to attend, the General Meeting elects a chairman of the meeting. Every duly convened General Meeting has a quorum regardless of the number of members present. Resolutions are passed by a simple majority of votes, unless the Articles of Association stipulate otherwise. Votes may be cast by members who are not present if they are transferred to another member by means of a corresponding authorisation (proxy vote). The transfer must be submitted in writing or electronically to the Chairman or, if he is unable to attend, to his deputy before the start of the meeting. A tie vote is deemed a rejection. Invalid votes or votes held are not counted.
  - (6) Minutes must be taken of the resolutions of the General Meeting, which must be signed by the chairman of the meeting and the keeper of the minutes.

## **§ 10 Membership fees**

- (1) The General Meeting shall determine the amount and due date of the membership fees by resolution. Irrespective of this, additional payments can be made on a voluntary basis.
- (2) Honorary members are exempt from the obligation to pay contributions.

## **§ 11 Dissolution and merger of the association**

The dissolution of the Association, its merger with other organisations or the transfer of its assets to other organisations requires a majority resolution of two thirds of the votes cast at the General Meeting convened specifically for this purpose.

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*We assure the accuracy and completeness of the Articles of Association in accordance with Section 71 (1) sentence 4 BGB.*

*Berlin, 17 December 2023*

*Jörg-Michael Satz*

*President of the MOVING International Road Safety Association e. V.*